

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al,

Debtors.

BOND OF LIQUIDATING TRUSTEE

CHAPTER 11

Case No. 08 - 35653 (KRH)

(Jointly Administered)

FILED
2011 JUN 28 AM 11:11
RICHMOND DIVISION

RIDER NO. 1

To be attached to and form a part of **Bond of Liquidating Trustee**, dated the 27th day of October, 2010 and effective as of the 1st day of November, 2010, issued by the **HARTFORD FIRE INSURANCE COMPANY, FEDERAL INSURANCE COMPANY and THE HANOVER INSURANCE COMPANY**, as Sureties, on behalf of **ALFRED SIEGEL**, as Principal, in the penal sum of **THREE HUNDRED FIFTY MILLION AND 00/100THS -----(\$350,000,000.00)Dollars**, and in favor of **THE LIQUIDATING TRUST CREATED PURSUANT TO THE SECOND AMENDED JOINT PLAN OF LIQUIDATION OF CIRCUIT CITY STORES, INC. AND ITS AFFILIATED DEBTORS AND DEBTORS IN POSSESSION AND ITS OFFICIAL COMMITTEE OF CREDITORS HOLDING GENERAL UNSECURED CLAIMS AND THE CIRCUIT CITY STORES, INC. LIQUIDATING TRUST AGREEMENT**, as Obligee.

In consideration of the premium charged for the attached bond, it is hereby agreed that the attached bond be amended as follows:

Decrease Bond Amount

FROM: \$350,000,000

TO: \$315,000,000

Change Bond Number for Hartford Fire Insurance Company ONLY

FROM: 61BSBFQ9951

TO: 61BSBFW4360

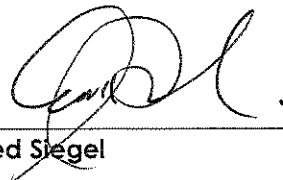
The maximum amount of liability for each surety shall be limited to the following amounts: **HARTFORD FIRE INSURANCE COMPANY @ \$227,000,000 (72%), FEDERAL INSURANCE COMPANY @ \$60,000,000 (19%), and THE HANOVER INSURANCE COMPANY @ \$28,000,000 (9%).**

Provided, However, that the attached bond shall be subject to all its agreements, limitations and conditions except as herein expressly modified, and further that the liability of the Surety under the attached bond amended by this rider shall not be cumulative.

The rider shall become effective as of the **1st day of May, 2011.**

Signed, sealed and dated this ^{16th} ~~5th~~ day of May, 2011.

BY:


Alfred Siegel

Principal

UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF VIRGINIA

RICHMOND DIVISION

In re: CIRCUIT CITY STORES, INC., et al,

Case No. 08 - 35653 (KRH)

Chapter 11

SURETIES

BOND NUMBERS

HARTFORD FIRE INSURANCE COMPANY

By: Carol Levine
Carol Levine, Attorney-In-Fact

Bond Number 61BSBFW4360

FEDERAL INSURANCE COMPANY

By: Carol Levine
Carol Levine, Attorney-In-Fact

Bond Number 8161-75-30

THE HANOVER INSURANCE COMPANY

By: Carol Levine
Carol Levine, Attorney-In-Fact

Bond Number 1926879

INDIVIDUAL ACKNOWLEDGMENT

State of California
County of Los Angeles

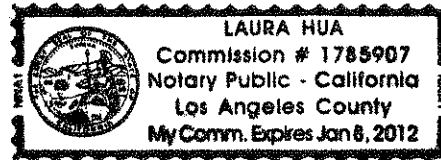
On this 16th day of May, 2011, before me personally came **ALFRED SIEGEL** to me known, and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Laura Hua

Notary Public

SURETY ACKNOWLEDGMENT

STATE OF New York
COUNTY OF New York



On this 5th day of May, 2011, before me personally came **Carol Levine** to me known, who, being by me duly sworn, did depose and say that she is an Attorney-In-Fact of **HARTFORD FIRE INSURANCE COMPANY** the corporation described in and which the within instrument; that she knows the corporate seal of said corporation; that the seal affixed to the within instrument is such corporate seal, that she signed the said instrument and affixed the said seal as Attorney-in-Fact by authority of the Board of Directors of said corporation and by authority of this office under the Standing Resolutions thereof.

Anita Hunter ANITA HUNTER
Notary Public Notary Public, State of New York
NO. 01HU4828371

Qualified in Richmond County
Commission Expires April 30, 20 15

SURETY ACKNOWLEDGMENT

STATE OF New York
COUNTY OF New York

On this 5th day of May, 2011, before me personally came **Carol Levine** to me known, who, being by me duly sworn, did depose and say that she is an Attorney-In-Fact of **FEDERAL INSURANCE COMPANY** the corporation described in and which the within instrument; that she knows the corporate seal of said corporation; that the seal affixed to the within instrument is such corporate seal, that she signed the said instrument and affixed the said seal as Attorney-in-Fact by authority of the Board of Directors of said corporation and by authority of this office under the Standing Resolutions thereof.

Anita Hunter ANITA HUNTER
Notary Public Notary Public, State of New York
NO. 01HU4828371

Qualified in Richmond County
Commission Expires April 30, 20 15

SURETY ACKNOWLEDGMENT

STATE OF New York
COUNTY OF New York

On this 5th day of May, 2011, before me personally came **Carol Levine** to me known, who, being by me duly sworn, did depose and say that she is an Attorney-In-Fact of **THE HANOVER INSURANCE COMPANY** the corporation described in and which the within instrument; that she knows the corporate seal of said corporation; that the seal affixed to the within instrument is such corporate seal, that she signed the said instrument and affixed the said seal as Attorney-in-Fact by authority of the Board of Directors of said corporation and by authority of this office under the Standing Resolutions thereof.

Anita Hunter ANITA HUNTER
Notary Public Notary Public, State of New York
NO. 01HU4828371

Qualified in Richmond County
Commission Expires April 30, 20 15

POWER OF ATTORNEY

Main Document Page 4 of 9

THE HARTFORD

BOND, T-4

P.O. BOX 2103, 690 ASYLUM AVENUE
HARTFORD, CONNECTICUT 06115

call: 888-266-3488 or fax: 860-757-5835

Agency Code: 10-257097

KNOW ALL PERSONS BY THESE PRESENTS THAT:

- ☒ Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☒ Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☒ Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
- ☐ Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut, (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, up to the amount of unlimited:

Maria Sponza, Anita Hunter, Margaret McLaughlin, Carol Levine
of
New York, NY

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on January 22, 2004 the Companies have caused these presents to be signed by its Assistant Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



Paul A. Bergenholtz

Paul A. Bergenholtz, Assistant Secretary

M. Ross Fisher

M. Ross Fisher, Assistant Vice President

STATE OF CONNECTICUT }
COUNTY OF HARTFORD } ss. Hartford

On this 1st day of February, 2004, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Assistant Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

Scott E. Paseka

Scott E. Paseka
Notary Public

My Commission Expires October 31, 2012

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of MAY 5, 2011

Signed and sealed at the City of Hartford.



Gary W. Stumper
Gary W. Stumper, Assistant Vice President

HARTFORD FIRE INSURANCE COMPANY

Hartford, Connecticut
Financial Statement, December 31, 2009
(Statutory Basis)

ASSETS

U.S. Government Bonds	\$ 368,756,707
Bonds of Other Governments State, County Municipal	136,326,951
Miscellaneous Bonds ..	12,724,600,391
Stocks	5,385,500,208
Short Term Investments	326,369,173
	<u>\$ 18,941,553,430</u>
Real Estate	\$ 135,059,043
Cash	135,120,953
Agents' Balances (Under 90 Day)	2,645,588,209
Other Invested Assets	426,558,272
Miscellaneous	2,259,048,524
Total Admitted Assets	<u>\$ 24,542,928,431</u>

LIABILITIES

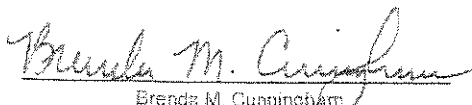
Reserve for Claims and Claim Expense	\$ 7,008,536,044
Reserve for Unearned Premiums	1,991,334,544
Reserve for Taxes, License and Fees	63,462,631
Miscellaneous Liabilities	2,289,376,393
Total Liabilities	<u>\$ 11,352,709,612</u>
Capital Paid In \$	54,740,000
Surplus	<u>13,135,478,819</u>
Surplus as regards Policyholders	\$ 13,190,218,819
Total Liabilities, Capital and Surplus	<u>\$ 24,542,928,431</u>

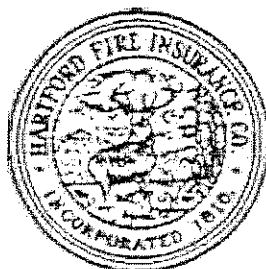
STATE OF CONNECTICUT
COUNTY OF HARTFORD
CITY OF HARTFORD


} SS.

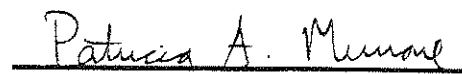
Debora G. Westcott, Assistant Vice President, and Patricia A. Murrone, Assistant Secretary of the Hartford Fire Insurance Company, being duly sworn, each deposes and say that the foregoing is a true and correct statement of the said company's financial condition as of December 31, 2009.

Subscribed and sworn to before me
this 29th day of March, 2010.


Brenda M. Cunningham
Notary Public
My Commission Expires July 31, 2010




Debora G. Westcott, Assistant Vice President


Patricia A. Murrone, Assistant Secretary



Case 08-35653-KRH
Surety

POWER OF
ATTORNEY

Doc 10916
Main Document


Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company

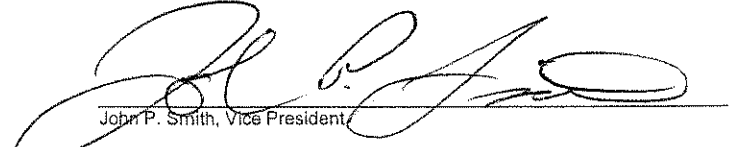
Attn: Surety Department
Desc
15 Mountain View Road
Warren, NJ 07059

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **Carol Levine, Sybil Levine, Maria Sponza and Anita Hunter of New York, New York**-----

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this 24th day of April, 2006


Kenneth C. Wendel, Assistant Secretary


John P. Smith, Vice President

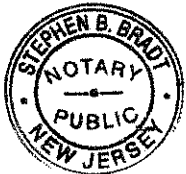
STATE OF NEW JERSEY
County of Somerset

ss.


On this 24th day of April, 2006

before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By-Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with John P. Smith, and knows him to be Vice President of said Companies; and that the signature of John P. Smith, subscribed to said Power of Attorney is in the genuine handwriting of John P. Smith, and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal



STEPHEN B. BRADT
Notary Public, State of New Jersey
No. 2321097
Commission Expires Oct. 25, 2009


Notary Public

CERTIFICATION

Extract from the By-Laws of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By-Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this 5TH DAY OF MAY, 2011




Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903- 3493 Fax (908) 903- 3656
e-mail: surety@chubb.com

FEDERAL INSURANCE COMPANY

STATEMENT OF ASSETS, LIABILITIES AND SURPLUS TO POLICYHOLDERS

Statutory Basis

DECEMBER 31, 2010

(in thousands of dollars)

ASSETS	LIABILITIES AND SURPLUS TO POLICYHOLDERS
Cash and Short Term Investments..... \$ 235,579 United States Government, State and Municipal Bonds..... 10,931,173 Other Bonds..... 4,110,731 Stocks..... 837,803 Other Invested Assets..... 1,909,914	Outstanding Losses and Loss Expenses \$ 12,051,257 Unearned Premiums..... 3,331,654 Ceded Reinsurance Premiums Payable..... 329,476 Provision for Reinsurance 70,491 Other Liabilities..... 962,493
TOTAL INVESTMENTS..... 18,025,200	TOTAL LIABILITIES..... 16,745,371
Investments in Affiliates: Chubb Investment Holdings, Inc..... 3,002,346 Pacific Indemnity Company 2,424,142 Chubb Insurance Investment Holdings Ltd. ... 1,275,789 Executive Risk Indemnity Inc..... 1,111,774 CC Canada Holdings Ltd..... 752,455 Great Northern Insurance Company..... 459,252 Chubb Insurance Company of Australia Limited 313,107 Chubb European Investment Holdings SLP... 234,636 Vigilant Insurance Company..... 212,646 Other Affiliates 381,791 Premiums Receivable 1,441,826 Other Assets..... 1,427,670	Special Surplus Funds..... 174,400 Capital Stock 20,980 Paid-In Surplus..... 3,106,808 Unassigned Funds..... 11,015,075
TOTAL ADMITTED ASSETS..... \$ 31,062,634	SURPLUS TO POLICYHOLDERS..... 14,317,263
	TOTAL LIABILITIES AND SURPLUS TO POLICYHOLDERS..... \$ 31,062,634

Investments are valued in accordance with requirements of the National Association of Insurance Commissioners.
Investments with a carrying value of \$452,427,638 are deposited with government authorities as required by law.

State, County & City of New York, — ss:

Yvonne Baker, Assistant Secretary of the Federal Insurance Company

being duly sworn, deposes and says that the foregoing Statement of Assets, Liabilities and Surplus to Policyholders of said Federal Insurance Company on December 31, 2010 is true and correct and is a true abstract of the Annual Statement of said Company as filed with the Secretary of the Treasury of the United States for the 12 months ending December 31, 2010.

Subscribed and sworn to before me
this

Dorothy Baker
Notary Public

DOROTHY M. BAKER
Notary Public, State of New York
No. 31-4904994
Qualified in New York County
Commission Expires Sept. 14, 2013

Yvonne Baker
Assistant Secretary

POWERS OF ATTORNEY
CERTIFIED COPY

KNOW ALL MEN BY THESE PRESENTS: That THE HANOVER INSURANCE COMPANY and MASSACHUSETTS BAY INSURANCE COMPANY, both being corporations organized and existing under the laws of the State of New Hampshire, and CITIZENS INSURANCE COMPANY OF AMERICA, a corporation organized and existing under the laws of the State of Michigan, do hereby constitute and appoint

Carol Levine, Sybil Levine, Maria Sponza, Anita Hunter and/or Margaret McLaughlin

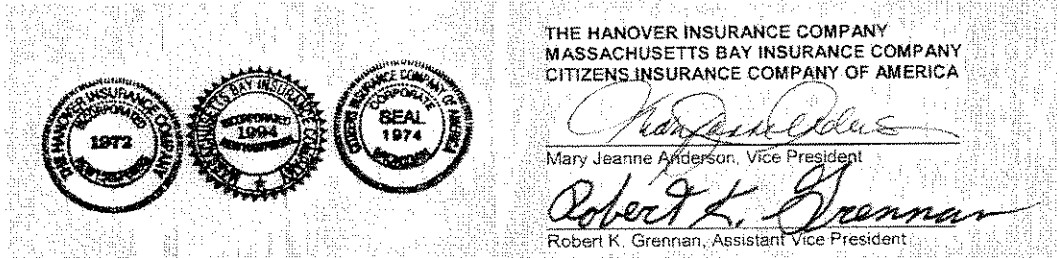
of **New York, NY** and each is a true and lawful Attorney(s)-in-fact to sign, execute, seal, acknowledge and deliver for, and on its behalf, and as its act and deed any place within the United States, or, if the following line be filled in, only within the area therein designated

any and all bonds, recognizances, undertakings, contracts of indemnity or other writings obligatory in the nature thereof, as follows:
Any such obligations in the United States, not to exceed Fifty Million and No/100 (\$50,000,000) in any single instance

and said companies hereby ratify and confirm all and whatsoever said Attorney(s)-in-fact may lawfully do in the premises by virtue of these presents. These appointments are made under and by authority of the following Resolution passed by the Board of Directors of said Companies which resolutions are still in effect:

"RESOLVED, That the President or any Vice President, in conjunction with any Assistant Vice President, be and they are hereby authorized and empowered to appoint Attorneys-in-fact of the Company, in its name and as its acts, to execute and acknowledge for and on its behalf as Surety any and all bonds, recognizances, contracts of indemnity, waivers of citation and all other writings obligatory in the nature thereof, with power to attach thereto the seal of the Company. Any such writings so executed by such Attorneys-in-fact shall be as binding upon the Company as if they had been duly executed and acknowledged by the regularly elected officers of the Company in their own proper persons." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 - Massachusetts Bay Insurance Company; Adopted September 7, 2001 - Citizens Insurance Company of America)

IN WITNESS WHEREOF, THE HANOVER INSURANCE COMPANY, MASSACHUSETTS BAY INSURANCE COMPANY and CITIZENS INSURANCE COMPANY OF AMERICA have caused these presents to be sealed with their respective corporate seals, duly attested by a Vice President and an Assistant Vice President, this **16th** day of **November 2009**.



THE COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF WORCESTER) ss.

On this **16th** day of **November 2009**, before me came the above named Vice President and Assistant Vice President of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, to me personally known to be the individuals and officers described herein, and acknowledged that the seals affixed to the preceding instrument are the corporate seals of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, respectively, and that the said corporate seals and their signatures as officers were duly affixed and subscribed to said instrument by the authority and direction of said Corporations.



Barbara A. Garlick
Notary Public

My commission expires on November 3, 2011

I, the undersigned Assistant Vice President of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, hereby certify that the above and foregoing is a full, true and correct copy of the Original Power of Attorney issued by said Companies, and do hereby further certify that the said Powers of Attorney are still in force and effect.

This Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America.

"RESOLVED, That any and all Powers of Attorney and Certified Copies of such Powers of Attorney and certification in respect thereto, granted and executed by the President or any Vice President in conjunction with any Assistant Vice President of the Company, shall be binding on the Company to the same extent as if all signatures therein were manually affixed, even though one or more of any such signatures thereon may be facsimile." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 Massachusetts Bay Insurance Company; Adopted September 7, 2001 Citizens Insurance Company of America)

GIVEN under my hand and the seals of said Companies, at Worcester, Massachusetts, this **5TH** day of **MAY** **2011**.

THE HANOVER INSURANCE COMPANY
MASSACHUSETTS BAY INSURANCE COMPANY
CITIZENS INSURANCE COMPANY OF AMERICA

Stephen L. Brault
Stephen L. Brault, Assistant Vice President



The Hanover Insurance Company | 440 Lincoln Street, Worcester, MA 01653
Citizens Insurance Company of America | 645 West Grand River Avenue, Howell, MI 48843

Financial Statement

The Hanover Insurance Company, Bedford, New Hampshire
FINANCIAL STATEMENT AS OF DECEMBER 31, 2010

ASSETS		2010
Cash in Banks (Including Short-Term Investments).....	\$	20,598,481
Bonds and Stocks.....		4,049,203,101
Other Admitted Assets.....		1,183,708,418
Total Admitted Assets.....		<u>5,253,510,000</u>
LIABILITIES, CAPITAL AND SURPLUS		
Reserve for Unearned Premiums.....	\$	1,168,355,708
Reserve for Loss and Loss Expense.....		1,796,802,554
Reserve for Taxes.....		11,227,394
Funds held under reinsurance treaties.....		5,113,139
Reserve for all other Liabilities.....		529,213,386
Capital Stock - \$1.00 par.....	\$	5,000,000
Net Surplus.....		<u>1,737,797,819</u>
Policyholders' Surplus.....		<u>1,742,797,819</u>
Total Liabilities, Capital and Surplus.....		<u>5,253,510,000</u>

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF WORCESTER

} s.s.:

Martin D. Kelly, Asst. Treasurer of The Hanover Insurance Company, being duly sworn deposes and says that he is the above described officer of said Company, and certifies that the foregoing statement is a true statement of the condition and affairs of the said Company on December 31, 2010.

MARTIN D. KELLY
Asst. Treasurer